

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
-----X

**THIRD MONTHLY FEE STATEMENT OF STOUT RISIUS ROSS, LLC
FOR COMPENSATION EARNED AND EXPENSES INCURRED FOR
FEBRUARY 1, 2019 THROUGH FEBRUARY 28, 2019**

Name of Applicant: Stout Risius Ross, LLC

Authorized to Provide Professional Services Debtors and Debtors in Possession
to:

Date of Retention: December 26, 2018, *nunc pro tunc* to
November 21, 2018

Period for which compensation and February 1, 2019 through February 28, 2019
reimbursement is sought:

Monthly Fees Incurred: \$1,969.50

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); and Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

20% Holdback: \$393.90
Total Compensation Less 20% Holdback: \$1,575.60
Monthly Expenses Incurred: \$0
Total Fees and Expenses Due: \$1,575.60

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Stout Risius Ross, LLC (“Stout”) hereby submits this third monthly fee statement (the “Third Monthly Fee Statement”), seeking compensation for services rendered as real estate consultant and advisor to the Debtors, for the period from February 1, 2019 through February 28, 2019 (the “Third Monthly Fee Period”). By this Third Monthly Fee Statement, Stout seeks payment in the amount of \$1,575.60, representing eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Third Monthly Fee Period.

Services Rendered

Attached are the following schedules in support of this Third Monthly Fee Statement:

- Exhibit A – Time Detail by Date by Professional
- Exhibit B – Summary of Time Detail by Professional

Notice and Objection Procedures

Notice of this Third Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Third Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 26, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees at issue (an “Objection”).

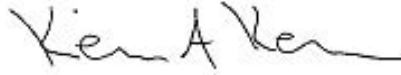
If no objections to this Third Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees identified herein.

If an objection to this Third Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Third Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and

disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: March 11, 2019

A handwritten signature in dark ink, appearing to read "Kevin Kernen", written above a horizontal line.

Kevin Kernen
Managing Director
Stout Risius Ross, LLC



March 11, 2019

Sears Holding Corporation
c/o Robert Britton
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
1285 Avenue of the Americas
New York, NY 10019-6064

Dear Sir or Madam,

Pursuant to the Bankruptcy Court's Order authorizing the retention of Stout Risius Ross, LLC ("Stout") as real estate consultant and advisor to Sears Holdings Corporation and its affiliated debtors and debtors in possession (the "Debtor"), acting solely at the discretion of the restructuring sub-committee (the "RSC"), with respect to all RSC Conflict Matters *Nunc Pro Tunc* to November 21, 2018, dated December 26, 2018 (the "Retention Order") and the engagement letter between Stout and the Debtor dated November 21, 2018 (the "Engagement Letter"), Stout submits this statement detailing professional fees and expenses in connection with the work completed on behalf of the Debtor for the period from February 1, 2019 through February 28, 2019 (the "Covered Period").

During the Covered Period, Stout rendered professional services totaling \$1,969.50. Stout is eligible for payment of 80% of the fees incurred and 100% of the expenses incurred pending the fifteen (15) day objection period. Accordingly, the total amount payable herein pending no objections is \$1,575.60.

Attached are the following schedules in support of this monthly statement:

- Exhibit A – Time Detail by Date by Professional
- Exhibit B – Summary of Time Detail by Professional

Please do not hesitate to contact me with any questions or concerns.

Sincerely,

A handwritten signature in black ink that reads "Kevin Kern".

Kevin Kern
Managing Director
Stout Risius Ross, LLC



March 11, 2019

Sears Holding Corporation
c/o Robert Britton
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
1285 Avenue of the Americas
New York, NY 10019-6064

In Reference To: Sears Holdings Corporation Bankruptcy - Seritage Properties
Matter #: 4039415
Invoice #: 124077

	Amount
For Professional Services Rendered	\$1,969.50
Total Out-Of-Pocket Expenses	\$0.00
Total Amount of This Bill	\$1,969.50
Previous Balance	\$0.00
Balance Due (80% Fees + 100% Expenses)	\$1,575.60

Please include the matter number and invoice number with your payment. If you have any questions, contact Accounts Receivable at 248-208-8800.

Please remit check and invoice copy to:

STOUT RISIUS ROSS, LLC
P.O. Box 71770
Chicago, IL 60694-1770

Payments may be made electronically to:

STOUT RISIUS ROSS, LLC
BMO Harris Bank
Chicago, IL 60603
ACH ABA Number 071000288
Account Number 3998895

Invoice Payable Upon Receipt

Fed ID 38-3003685

Investment Banking | Valuation Advisory | Dispute Consulting | Management Consulting



Exhibit A

Invoice Date: 03/11/2019

Invoice #: 124077

Matter #: 4039415

Professional Charges

In Reference To: Sears Holdings Corporation Bankruptcy – Seritage Properties

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/01/19	Kevin A. Kernen	Client communication, document review	1.10	505.00	555.50
02/25/19	Kevin A. Kernen	Review of documents /request of work files from AC&NW	2.10	505.00	1,060.50
02/28/19	Kevin A. Kernen	Client phone call	0.70	505.00	353.50
Total			3.90		\$1,969.50



Exhibit B

Professional Charges Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kevin A. Kernan	Managing Dir.	3.90	505.00	1,969.50
Total Professional Charges				<u>\$1,969.50</u>



March 11, 2019

Sears Holding Corporation
c/o Robert Britton
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
1285 Avenue of the Americas
New York, NY 10019-6064

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